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YATÉ K. CUTLIFF

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(813) 867-3116 ~ Fax (813) 867-7016

September 26, 1996

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

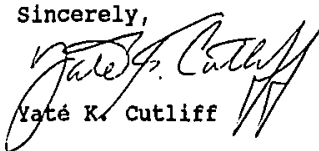
Re: Incorporation of GOOD SAMARITAN PROPERTIES, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (813) 867-3116 during business hours.

Sincerely,


Yaté K. Cutliff

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 12:53

9/10/1996

EFFECTIVE DATE

9/24/96

ARTICLES OF INCORPORATION

FOR

GOOD SAMARITAN PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

GOOD SAMARITAN PROPERTIES, INC..

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and the mailing address of this Corporation shall be:

300 31ST STREET NORTH, SUITE 228, ST. PETERSBURG FL 33713 .

ARTICLE III. COMMENCEMENT OF CORPORATE EXISTENCE.

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is September 24, 1996.

ARTICLE IV. AUTHORIZED SHARES.

The Corporation is authorized to issue is Five Hundred (500) shares of Common Shares, \$.10 par value.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporations's registered office is 300 31ST STREET NORTH, SUITE 228, ST. PETERSBURG FL 33713.

The initial registered agent for the Corporation at that address is Kenneth B. Williams.

ARTICLE VI. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 1 member. The names and address of the person who will serve on the initial board of directors is:

Name	Address
<u>Kenneth B. Williams</u>	<u>300 31ST STREET NORTH, SUITE 228</u> <u>ST. PETERSBURG FL 33713</u>

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these articles of incorporation is:

Name	Address
<u>Kenneth B. Williams</u>	<u>300 31ST STREET NORTH, SUITE 228</u> <u>ST. PETERSBURG FL 33713</u>

ARTICLE VIII. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law,

including but not limited to Florida Statutes Section 607.850.

ARTICLE IX. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE X. SHARE TRANSFER RESTRICTIONS.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 26th day of Sept, 1996.

Signature(s) of the incorporator(s)

Kenneth B. Williams
Signature/President

KENNETH B. WILLIAMS
name of incorporator signing

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GOOD SAMARITAN PROPERTIES, INC..

2. The name and address of the registered agent and office is:

KENNETH B. WILLIAMS
300 31ST. STREET NORTH SUITE 228
ST. PETERSBURG, FLORIDA 33713

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Kenneth B. Williams

Date

Sept. 26, 1996